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BROCADE COMMUNICATIONS SYSTEMS, INC.

[Additional Counsel Listed on Signature Page]

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

IN RE BROCADE COMMUNICATIONS
SYSTEMS, INC. DERIVATIVE
LITIGATION.

This Document Relates to:

ALL ACTIONS

Case No. C 05-02233 CRB

**REQUEST FOR ORDER PERMITTING
WITHDRAWAL OF COUNSEL AND
SUBSTITUTION OF NEW COUNSEL FOR
DEFENDANT BROCADE
COMMUNICATIONS SYSTEMS, INC.**

Pursuant to Civil Local Rule 11-5, nominal defendant Brocade Communications Systems, Inc. ("Brocade") hereby requests an order permitting its counsel of record, the law firm of Wilson Sonsini Goodrich & Rosati ("WSGR"), to withdraw as counsel for nominal defendant in the above-captioned matter, and substituting the law firm of Cooley Godward Kronish L.L.P. as counsel of record for Brocade. WSGR remains counsel of record for all the other parties it currently represents in this action.

At the hearing on April 27, 2007 regarding the proposed settlement of this shareholder derivative lawsuit, the Court expressed concern that Wilson Sonsini Goodrich & Rosati

1 (“WSGR”) represented both nominal defendant Brocade Communications Systems, Inc.
2 (“Brocade”) as well as certain current and former Brocade directors who were named as
3 defendants in the derivative lawsuit. At the time the Court expressed this concern, WSGR had
4 not advised the Court and the Court was therefore not aware that Brocade’s board of directors
5 had previously appointed a settlement committee of independent directors, advised by
6 independent counsel, to review and reevaluate the pending settlement on the Company’s behalf.

7 Brocade believes its interests have been, and would continue to be, vigorously protected
8 during the settlement process with WSGR acting as counsel of record for the Company in this
9 derivative lawsuit. Nevertheless, out of respect for this Court and in order to eliminate any
10 future arguments regarding the appearance of a conflict, Brocade is filing this substitution of
11 counsel.

12 Brocade also wants to take this opportunity to provide further clarification regarding the
13 settlement committee of its board of directors. The settlement committee was formed in late
14 2006 and is comprised of three directors, all of whom joined Brocade’s board well after the
15 events at issue in the various Brocade-related litigation pending before this Court: Robert
16 Walker, who joined the Board in April 2005, and Michael Rose and Glenn Jones, both of whom
17 joined the Board in April 2006. The committee’s charter is to review and reevaluate the pending
18 settlement in this lawsuit taking into consideration information that became available subsequent
19 to the time the parties initially reached agreement to settle this lawsuit. The committee is to then
20 make recommendations to the full board as to whether any modification to the settlement is in
21 the best interests of the Company and its shareholders.¹

22 Subsequent to its formation, the settlement committee retained Joseph Grundfest, the
23 W.A. Franke Professor of Law and Business at Stanford University, and David McBride, a
24 partner in the Delaware law firm of Young Conaway Stargatt and Taylor L.L.P. to act as its
25 independent advisors.

26
27 ¹ Brocade’s current board is comprised of nine members, all of whom joined the board in 2004
28 or thereafter and none of whom are named as defendants in the class action securities lawsuit
currently pending before this Court.

1 John C. Dwyer, Esq. of the firm of Cooley Godward Kronish L.L.P. will be substituting
 2 in as counsel of record in this derivative action and the related derivative action pending in state
 3 court. Mr. Dwyer will also act as an additional advisor to the settlement committee.

4 To further assist the Court, attached are brief biographies of Professor Grundfest and
 5 Messrs. Dwyer and McBride. The committee believes that these advisors have the experience
 6 and expertise necessary to assist the committee in evaluating the pending settlement. In this
 7 regard, the committee is aware that Mr. McBride's firm, on several occasions, has appeared and
 8 is appearing as local counsel in Delaware proceedings in which WSGR also has served as
 9 counsel to the same clients. The committee is also aware that Stanford University School of
 10 Law, where Professor Grundfest is a tenured member of the faculty, has received contributions
 11 from WSGR and certain partners of WSGR in the past, and the amounts of these contributions
 12 have, in the aggregate, been disclosed to the committee. The committee has determined that
 13 these relationships are not material to either Mr. McBride or Professor Grundfest, and the
 14 committee is fully confident it will receive independent advice from them and from its other
 15 advisors. However, because the objectors have focused upon WSGR's previous role in this
 16 litigation, the committee notes these relationships to assure that appropriate disclosure is made to
 17 the Court to assure that any concerns by any party are promptly addressed.

18 If the Court has any questions regarding the contents of this request, existing and
 19 substitute counsel are prepared to meet with the Court to address those questions.

20 Brocade consents to, and hereby requests the Court's approval of, the withdrawal of
 21 WSGR and the substitution of Cooley Godward Kronish L.L.P. as Brocade's counsel of record
 22 in this action.

23 DATED: May 25, 2007

WILSON SONSINI GOODRICH & ROSATI
 Professional Corporation

26 By: /s/ Nina F. Locker
 27 Nina F. Locker

28 Attorneys for Brocade Communications Systems,
 Inc.

DATED: May 25, 2007

COOLEY GODWARD KRONISH LLP

By: /s/ John C. Dwyer

John C. Dwyer

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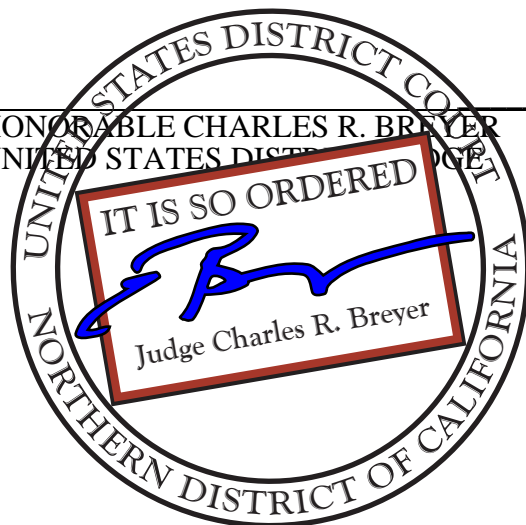
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IT IS HEREBY ORDERED that WSGR is relieved as counsel of record and Cooley Godward Kronish L.L.P. is substituted as counsel of record for nominal defendant Brocade Communications Systems, Inc.

DATED: May 29, 2007

HONORABLE CHARLES R. BREYER
UNITED STATES DISTRICT COURT



1 I, Mark T. Oakes, am the ECF User whose identification and password are being used
2 to file this Request for Order Permitting Withdrawal of Counsel and Substitution of New
3 Counsel for Defendant Brocade Communications Systems, Inc. In compliance with General
4 Order 45.X.B, I hereby attest that the signatories have concurred in this filing.

5 Dated: May 25, 2007

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

8 By: /s/ Mark T. Oakes
Mark T. Oakes

Joseph A. Grundfest
W. A. Franke Professor of Law and Business

Biography

Joseph Grundfest is a nationally prominent expert on capital markets, corporate governance, and securities litigation. His scholarship has been published in the Harvard, Yale, and Stanford law reviews, and he has been recognized as one of the most influential attorneys in the United States. Professor Grundfest founded the award-winning Stanford Securities Class Action Clearinghouse, which provides detailed, online information about the prosecution, defense, and settlement of federal class action securities fraud litigation. He also launched Stanford Law School's executive education programs, and continues to codirect Directors' College, the nation's leading venue for the continuing professional education of directors of publicly traded corporations. In addition, he codirects the Arthur and Toni Rembe Rock Center for Corporate Governance, as well as the Stanford Program in Law, Economics, and Business. Before joining the Stanford Law School faculty in 1990, Professor Grundfest was a commissioner of the Securities and Exchange Commission, served on the staff of the President's Council of Economic Advisors as counsel and senior economist for legal and regulatory matters, and was an associate at Wilmer, Cutler & Pickering. Early in his career he was a research associate at the Brookings Institution, and an economist and consultant with the RAND Corporation.

John C. Dwyer, Partner

John Dwyer is a partner in the Cooley Godward Kronish **Litigation** department, is resident in the **Palo Alto** office and currently serves as the chair of the Firm's business litigation group. He joined the Firm in July 1998.

Earlier this year, Mr. Dwyer was named California Lawyer of the Year in securities law for 2005 by *California Lawyer* magazine. The award was in recognition of, among other things, Mr. Dwyer's successful defense of an enforcement action brought by the Securities & Exchange Commission against Siebel Systems, Inc. and two of its officers in the first contested action seeking the enforcement of the SEC's Regulation FD. Also this year, a major *pro bono* litigation brought and won by Mr. Dwyer on behalf of legal immigrants against the United States Department of Justice and Department of Homeland Security was recognized by the *National Law Journal* as one of the top four *pro bono* cases nationally in 2005.

Mr. Dwyer's practice includes a variety of litigation, negotiation and counseling services in both civil and criminal matters. He has developed substantial expertise in numerous areas, including securities law; officer and director liability matters; mergers and acquisitions litigation; corporate disclosures; professional liability matters; commercial contracts; mail and wire fraud; False Claims Act; and unfair competition claims.

Mr. Dwyer has successfully defended numerous companies and their officers and directors in actions arising from corporate acquisitions and other major corporate transactions. He has extensive experience handling such cases in Delaware courts as well as other courts around the country.

In addition to representing clients in federal and state courts, Mr. Dwyer regularly advises public and private companies and their officers and directors on a broad range of issues regarding fiduciary duties, disclosure matters, litigation strategy and compliance matters. He has also conducted numerous special investigations into allegations of possible misconduct on behalf of corporate boards and board committees.

Representative clients include Pacific Gas & Electric Company, Gilead Sciences Inc., Ernst & Young LLP, NVIDIA Corporation, Siebel Systems Inc., Synopsys Inc., Adobe Inc., Genencor International Inc., and Morrison & Foerster LLP.

Prior to joining the Firm, Mr. Dwyer served from January to December 1997, as the Acting Associate Attorney General for the United States Department of Justice. Mr. Dwyer was selected for the post, the third highest in the Department of Justice, by President Clinton. As Acting Associate Attorney General, he oversaw the Department's Antitrust, Civil, Environment and Natural Resources, Civil Rights and Tax divisions. From 1993 to 1997, Mr. Dwyer served as Deputy Associate Attorney General. In that capacity, he served as a senior advisor to Attorney General Janet Reno on a wide variety of civil and criminal enforcement issues and acted as a primary liaison with the White House Counsel's Office.

Mr. Dwyer earned a J.D., *magna cum laude*, from Harvard Law School in 1988. He received a B.S., *summa cum laude*, in Business Administration from the University of California at Berkeley in 1984 where he was elected to Phi Beta Kappa. Prior to joining the Department of Justice, he was an associate with Jackson, Tufts, Cole & Black in San Francisco.

Prior to attending law school, Mr. Dwyer worked as an auditor at Arthur Andersen & Co.

DAVID C. McBRIDE

David C. McBride is a partner in Young Conaway Stargatt & Taylor, LLP in Wilmington, Delaware. A graduate of the Georgetown University School of Foreign Service in 1971, and the Emory University School of Law in 1975, Mr. McBride began private practice in 1975. His practice is concentrated in the area of corporate law and corporate and commercial litigation. He has been involved in many of Delaware's significant corporate law cases, particularly in the area of mergers and acquisitions.

Mr. McBride is Chairman of the Executive Council of the Corporate Law Section of the Delaware State Bar Association, the group that is responsible for recommending and drafting amendments to the Delaware General Corporation Law. He is also a member of the American Law Institute, one of Delaware's three Commissioners to the National Conference of Commissioners of Uniform State Laws, a member of the Rules Committee of the Delaware Court of Chancery, a member of the Board of Editors of the Delaware Lawyer, and a director of the Historical Society for the Delaware Court of Chancery. Mr. McBride has also authored several articles and CLE outlines in the area of corporate law.